

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

In re:

Zosano Pharma Corporation,¹

Debtor.

Chapter 11

Case No. 22-10506 (JKS)

**CERTIFICATION OF COUNSEL REQUESTING ENTRY OF
ORDER AUTHORIZING THE EMPLOYMENT AND
RETENTION OF GREENBERG TRAUIG, LLP AS COUNSEL
FOR THE DEBTOR EFFECTIVE AS OF THE PETITION DATE**

The undersigned proposed counsel to the above-captioned debtor and debtor-in-possession (the “**Debtor**”) hereby certifies that:

1. On June 1, 2022, the Debtor filed a voluntary petition for relief under chapter 11 of Title 11 of the United States Code.
2. On June 8, 2022, the Debtor filed the *Application of the Debtor for Entry of an Order Authorizing the Employment and Retention of Greenberg Traurig, LLP as Counsel for the Debtor Effective as of the Petition Date* [Docket No. 42] (the “**Application**”).
3. Pursuant to the Notice of Application, objections were due on June 22, 2022. The Debtor received informal comments to the Application from the Office of the United States Trustee. No other responses or objections were received.
4. Attached hereto as Exhibit A is a revised proposed order granting the Application incorporating comments received from the United States Trustee. Attached hereto as Exhibit B is a blackline of the revised proposed order against the version originally filed with the Application.

¹ The business address and the last four (4) digits of the Debtor’s federal tax identification number is Zosano Pharma Corporation, 34790 Ardentech Court, Fremont, California 94555 (8360).



5. The Debtor therefore requests that the Court enter the revised proposed order attached hereto as Exhibit A at its earliest convenience. Counsel is available at the request of the Court.

Dated: June 30, 2022

GREENBERG TRAURIG, LLP

/s/ Dennis A. Meloro

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*Proposed Counsel for the Debtor
and Debtor-in-Possession*

EXHIBIT A

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re:

Zosano Pharma Corporation,¹

Debtor.

Chapter 11

Case No. 22-10506 (JKS)

Ref. Docket No. 42

**ORDER AUTHORIZING THE EMPLOYMENT AND
RETENTION OF GREENBERG TRAURIG, LLP AS COUNSEL
FOR THE DEBTOR EFFECTIVE AS OF THE PETITION DATE**

Upon the application (the “**Application**”),² filed by the above-captioned debtor and debtor-in-possession (collectively, the “**Debtor**”), pursuant to sections 327(a), 328(a), 330, and 1107(b) of title 11 of the United States Code, 11 U.S.C. §§ 101, *et seq.* (the “**Bankruptcy Code**”), Rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and Rules 2014-1 and 2016-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “**Local Rules**”), for entry of an order authorizing the employment and retention of the law firm of Greenberg Traurig, LLP (“**Greenberg Traurig**”) as counsel to the Debtor, effective as of the Petition Date; and upon the Elrod Declaration and the Lo Declaration; and it appearing that this Court has jurisdiction to consider the Application pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that venue of this chapter 11 case and the Application in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that this matter is a core proceeding pursuant to 28 U.S.C. § 157(b); and the Debtor having consented to the Court entering an order in the event this matter is deemed a non-core proceeding; and this Court being satisfied based on the representations made in the

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² Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Application.

Application and in the Elrod Declaration that (a) Greenberg Traurig does not hold or represent an interest adverse to the Debtor's estate and (b) Greenberg Traurig is a "disinterested person" as defined in section 101(14) of the Bankruptcy Code as modified by section 1107(b) of the Bankruptcy Code, and as required by section 327(a) of the Bankruptcy Code; and this Court having found that the relief requested in the Application is in the best interests of the Debtor's estate, its creditors and other parties in interest; and it appearing that proper and adequate notice of the Application has been given and that no other or further notice is necessary; and this Court having reviewed the Application and having heard statements in support of the Application at a hearing held before this Court; and after due deliberation thereon; and good and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Application is GRANTED as set forth herein.
2. The Debtor is authorized pursuant to sections 327(a), 328(a), and 1107(b) of the Bankruptcy Code, Bankruptcy Rules 2014(a) and 2016(b), and Local Rules 2014-1 and 2016-1, to retain and employ Greenberg Traurig as counsel to the Debtor in the Case upon the terms and conditions as set forth in the Application, as modified by this Order, *effective as of* the Petition Date.
3. Greenberg Traurig shall be compensated in accordance with the procedures set forth in the Application, in compliance with sections 330 and 331 of the Bankruptcy Code, applicable Bankruptcy Rules and Local Rules, and further orders of this Court.
4. Greenberg Traurig shall apply the Remaining Retainer and shall be paid any other amounts for fees and expenses incurred in connection with this Case, following the submission of monthly, interim, or final fee applications, as applicable, consistent with the Bankruptcy Code, the

Bankruptcy Rules, the Local Rules, and other orders of this Court. For avoidance of doubt, Greenberg Traurig shall exhaust the Remaining Retainer in satisfaction of allowed compensation and reimbursement awarded before seeking additional payments from the Debtor on account of such allowed awards.

5. Notwithstanding anything to the contrary in the Application or engagement letter, Greenberg Traurig shall not seek reimbursement of any fees incurred defending any of Greenberg Traurig's fee applications in this case.

6. Greenberg Traurig shall provide ten (10) business days' notice to the Debtors and the U.S. Trustee in connection with any increase of the hourly rates listed in the Application. The U.S. Trustee and the Debtors retain all rights to object to any rate increase on all grounds, including, but not limited to, the reasonableness standard provided in section 330 of the Bankruptcy Code, and the Court retains the right to review any rate increase pursuant to section 330 of the Bankruptcy Code.

6. The Debtor is authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application.

7. This Court shall retain jurisdiction to hear and determine all matters arising from or relating to the interpretation or implementation of this Order.

EXHIBIT B

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re:

Zosano Pharma Corporation,¹

Debtor.

Chapter 11

Case No. 22-10506 (JKS)

Ref. Docket No. [42](#)

**ORDER AUTHORIZING THE EMPLOYMENT AND
RETENTION OF GREENBERG TRAURIG, LLP AS COUNSEL
FOR THE DEBTOR EFFECTIVE AS OF THE PETITION DATE**

Upon the application (the “**Application**”),² filed by the above-captioned debtor and debtor-in-possession (collectively, the “**Debtor**”), pursuant to sections 327(a), 328(a), 330, and 1107(b) of title 11 of the United States Code, 11 U.S.C. §§ 101, *et seq.* (the “**Bankruptcy Code**”), Rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and Rules 2014-1 and 2016-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “**Local Rules**”), for entry of an order authorizing the employment and retention of the law firm of Greenberg Traurig, LLP (“**Greenberg Traurig**”) as counsel to the Debtor, effective as of the Petition Date; and upon the Elrod Declaration and the Lo Declaration; and it appearing that this Court has jurisdiction to consider the Application pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that venue of this chapter 11 case and the Application in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that this matter is a core proceeding pursuant to 28 U.S.C. § 157(b); and the Debtor having consented to the Court entering an order in the event this matter is deemed a non-core proceeding; and this Court being satisfied based on the

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representations made in the Application and in the Elrod Declaration that (a) Greenberg Traurig does not hold or represent an interest adverse to the Debtor's estate and (b) Greenberg Traurig is a "disinterested person" as defined in section 101(14) of the Bankruptcy Code as modified by section 1107(b) of the Bankruptcy Code, and as required by section 327(a) of the Bankruptcy Code; and this Court having found that the relief requested in the Application is in the best interests of the Debtor's estate, its creditors and other parties in interest; and it appearing that proper and adequate notice of the Application has been given and that no other or further notice is necessary; and this Court having reviewed the Application and having heard statements in support of the Application at a hearing held before this Court; and after due deliberation thereon; and good and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Application is GRANTED as set forth herein.
2. The Debtor is authorized pursuant to sections 327(a), 328(a), and 1107(b) of the Bankruptcy Code, Bankruptcy Rules 2014(a) and 2016(b), and Local Rules 2014-1 and 2016-1, to retain and employ Greenberg Traurig as counsel to the Debtor in the Case upon the terms and conditions as set forth in the Application, [as modified by this Order](#), *effective as of the Petition Date*.
3. Greenberg Traurig shall be compensated in accordance with the procedures set forth in the Application, [in compliance with](#) sections 330 and 331 of the Bankruptcy Code, applicable Bankruptcy Rules and Local Rules, and further orders of this Court.
4. Greenberg Traurig shall apply the Remaining Retainer and shall be paid any other amounts for fees and expenses incurred in connection with this Case, following the submission of monthly, interim, or final fee applications, as applicable, consistent with the Bankruptcy Code,

the Bankruptcy Rules, the Local Rules, and other orders of this Court. For avoidance of doubt, Greenberg Traurig shall exhaust the Remaining Retainer in satisfaction of allowed compensation and reimbursement awarded before seeking additional payments from the Debtor on account of such allowed awards.

5. Notwithstanding anything to the contrary in the Application or engagement letter, Greenberg Traurig shall not seek reimbursement of any fees incurred defending any of Greenberg Traurig's fee applications in this case.

6. Greenberg Traurig shall provide ten (10) business days' notice to the Debtors and the U.S. Trustee in connection with any increase of the hourly rates listed in the Application. The U.S. Trustee and the Debtors retain all rights to object to any rate increase on all grounds, including, but not limited to, the reasonableness standard provided in section 330 of the Bankruptcy Code, and the Court retains the right to review any rate increase pursuant to section 330 of the Bankruptcy Code.

6. The Debtor is authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application.

7. This Court shall retain jurisdiction to hear and determine all matters arising from or relating to the interpretation or implementation of this Order.

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Padding cell	

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